

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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**In re** :  
: **Chapter 11**  
**SEARS HOLDINGS CORPORATION, et al.,** :  
: **Case No. 18-23538 (RDD)**  
: **Debtors.<sup>1</sup>** : **(Jointly Administered)**  
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x

**AFFIDAVIT OF SERVICE**

I, Jesse A. Offenhartz, depose and say that I am employed by Prime Clerk LLC ("Prime Clerk"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On August 13, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following documents to be served by the method set forth on the Master Service List attached hereto as Exhibit A:

- Second Interim Fee Application of Deloitte & Touche LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Independent Auditor and Advisor from March 1, 2018 through June 30, 2019 [Docket No. 4826]
- Second Interim Fee Application of Deloitte Transactions and Business Analytics LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Bankruptcy Advisor from March 1, 2019 through June 30, 2019 [Docket No. 4827]

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

On August 13, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served by the method set forth on the Fee Application Notice Parties Service List attached hereto as Exhibit B:

- Second Application of Alvarez & Marsal North America, LLC as Financial Advisors for the Debtors, for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred from March 1, 2019 through June 30, 2019 [Docket No. 4828]

On August 13, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served by the method set forth on the Ordinary Course Professionals Parties Service List attached hereto as Exhibit C:

- Affidavit and Disclosure Statement of Gillian M. H. Clarke on behalf of Clarke Gittens Farmer, Attorneys-at-Law [Docket No. 4830]

Dated: August 16, 2019

State of New York  
County of New York



Jesse A. Offenhartz

Subscribed and sworn to (or affirmed) before me on August 16, 2019, by Jesse A. Offenhartz, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: Paul Pullo

PAUL PULLO  
Notary Public, State of New York  
No. 01PU6231078  
Qualified in Nassau County  
Commission Expires Nov. 15, 2022

**Exhibit A**

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Exhibit A

Master Service List  
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## Exhibit A

Master Service List

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Exhibit A

Master Service List  
Served as set forth below

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Trustee for the Second Lien PIK Notes, the Holdings Unsecured Notes (8.00%), and the Holdings Unsecured PIK Notes (8.00%), and Top Creditor	Computershare Trust Company, N.A.	Attn: Michael A. Smith, Vice President – Corporate Trust 2950 Express Drive South, Suite 210 Islandia NY 11749	Michael.smith2@computershare.com	First Class Mail and Email
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Master Service List  
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Counsel to Colonial Properties LLC, Groveport Lynx LLC, Lawrence Mart LLC, USP Aerospace Solutions, Inc.	Ruskin Moscou Faltischek, P.C.	Attn: Michael S. Amato, Esq. East Tower, 15th Floor 1425 RXR Plaza Uniondale NY 11556-1425	mamato@rmfpc.com	Email
Counsel to AmCap Wilson II, LLC, Wilson Norridge, LLC, and HRA Fountains LP	S&D Law	Attn: Steven W. Kelly, Esq. 1290 Broadway Suite 1650 Denver CO 80203	skelly@s-d.com	Email
Counsel to Ray Padula Holdings, LLC	Sahn Ward Coschignano, PLLC	Attn: Robert A. Abiuso, Matthew C. McCann 333 Earle Ovington Boulevard Suite 601 Uniondale NY 11553	mmccann@swc-law.com rabiuso@swc-law.com	Email
Counsel to Sakar International Inc.	Sakar	Attn: Jay Weinblatt 195 Carter Drive Edison NJ 08817	jweinblatt@sakar.com	Email
Counsel to International Business Machines Corporation & Advance Magazine Publishers Inc.	Satterlee Stephens LLP	Attn: Christopher R. Belmonte, Abigail Snow, Pamela Bosswick 230 Park Avenue New York NY 10169	cbelmonte@ssbb.com asnow@ssbb.com pbosswick@ssbb.com	Email
Counsel to the Ciuffo Family Trust & Dorel Industries Inc.	Schiff Hardin LLP	Attn: Louis T. DeLucia, Esq., Alyson M. Fiedler, Esq., Kayvan B. Sadeghi 666 Fifth Avenue Suite 1700 New York NY 10103	ksadeghi@schiffhardin.com	Email

Exhibit A

Master Service List  
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Securities and Exchange Commission - Headquarters	Securities & Exchange Commission	Attn: Secretary of the Treasury 100 F Street, NE Washington DC 20549	secbankruptcy@sec.gov NYROBankruptcy@sec.gov	First Class Mail and Email
Securities and Exchange Commission - Regional Office	Securities & Exchange Commission – NY Office	Attn: Bankruptcy Department Brookfield Place 200 Vesey Street, Suite 400 New York NY 10281-1022	bankruptcynoticeschr@sec.gov	First Class Mail and Email
Counsel to Wilmington Savings Fund Society, FSB, as Trustee of the 7.00% 12.00% PIK-Toggle Notes	Seward & Kissel LLP	Attn: John R. Ashmead, Esq. & Arlene R. Alves, Esq. One Battery Park Plaza New York NY 10004	ashmead@sewkis.com alves@sewkis.com	Email
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Counsel to Wilmington Trust, National Association, as indeture trustee and collateral agent	Seyfarth Shaw LLP	Attn: Steven Paradise, Esq. 620 8th Avenue New York NY 10018	sparadise@seyfarth.com	Email
Counsel to Oracle Elevator Company	Shapiro, Blasi, Wasserman & Hermann, P.A.	Attn: Richard P. Hermann, Matthew Kish, Jennifer Shafer 7777 Glades Road Suite 400 Boca Raton FL 33434	rhermann@sbwh.law mkish@sbwh.law jshafer@sbwh.law floridaservice@sbwh.law	Email
Counsel to Sears Hometown and Outlet Stores, Inc.	Shearman & Sterling LLP	Attn: Fredric Sosnick, Sara Coelho 599 Lexington Avenue New York NY 10022	fsosnick@shearman.com sara.coelho@shearman.com	Email
Counsel for Everlast World's Boxing Headquarters Corp.	Sheppard Mullin Richter & Hampton, LLP	Attn: Alan M. Feld, Esq., Ted Cohen, Esq. 30 Rockefeller Plaza New York NY 10112	afeld@sheppardmullin.com tcohen@sheppardmullin.com	Email
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Counsel for Pennsee, LLC, Loyal Holdings DE LLC and Westfall Town Center JV	Sirlin Lesser & Benson, P.C.	Attn: Dana S. Plon, Esquire 123 South Broad Street Suite 2100 Philadelphia PA 19109	dplon@sirlinlaw.com	Email
Counsel to Bank of America, N.A., administrative agent under the First Lien Credit Facility and the DIP ABL Agent	Skadden, Arps, Slate, Meagher & Flom LLP	Attn: Paul Leake, Esq., Shana Elberg, Esq., and George R. Howard, Esq. 4 Times Square New York NY 10036	Paul.Leake@skadden.com Shana.Elberg@skadden.com George.Howard@skadden.com	Email

Exhibit A

Master Service List  
Served as set forth below

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State of Nebraska, Nebraska Game and Parks Commission	State of Nebraska	Attn: c/o Charles E. Chamberlin Office of the Nebraska Attorney General 2115 State Capitol Building Lincoln NE 68509	charles.chamberlin@nebraska.gov	Email
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Counsel to Och-Ziff Capital Structure Arbitrage Master Fund, Ltd.	Stroock & Stroock & Lavan LLP	Attn: Kristopher M. Hansen, Jonathan D. Canfield, Sayan Bhattacharyya 180 Maiden Lane New York NY 10038	khansen@stroock.com jcanfield@stroock.com sbhattacharyya@stroock.com	Email
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Counsel to Fairholme Capital Management, LLC, and the Fairholme Funds, Inc.	Sullivan & Cromwell LLP	Attn: Andrew G. Dietderich, Brian D. Glueckstein, David R. Zylberberg 125 Broad Street New York NY 1004-2498	dietdericha@sullcrom.com zylberbergd@sullcrom.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Counsel to KG Denim Limited	Suri Law Office	Attn: Vivek Suri, Esq. 20 Vesey Street Suite 300 New York NY 10007	lawyer@surilawoffice.com	Email
Counsel to Alexandria Pelletteri & Thomas Pelletteri	Szaferman, Lakind, Blumstein, & Blader P.C.	Attn: Bruce M. Sattin, Esq. 101 Grovers Mill Road Suite 200 Lawrenceville NJ 08648	bsattin@szaferman.com	Email
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Counsel to the Taubman Landlords	Taubman Landlords	Attn: Andrew S. Conway 200 East Long Lake Road Suite 300 Bloomfield Hills MI 48304	aconway@taubman.com	Email
Successor Trustee for the SRAC Unsecured PIK Notes, SRAC Unsecured Notes, and the SRAC Medium Term Notes	The Bank of New York Mellon Trust Company	Attn: Corporate Trust Administration 101 Barclay St., Floor 8W New York NY 10286		First Class Mail
Counsel to Stockton Mariposa LLC	The Law Office of Thomas A. Farinella, P.C.	Attn: Thomas A. Farinella, Esq. 260 Madison Avenue Suite 8090 New York NY 10016	tf@lawtaf.com	Email
Top 5 Secured Creditor and Pension Benefit Guaranty Corporation ("PBGC")	The Pension Benefit Guaranty Corporation (PBGC)	Attn: Judith Starr, Kartar S. Khalsa, William McCarron, Jr., & Adi Berger, Director Office of the General Counsel 1200 K Street, N.W. Washington DC 20005-4026	Starr.Judith@pbgc.gov mccarron.william@pbgc.gov efile@pbgc.gov	First Class Mail and Email
Counsel to Mien Co., Ltd., Helen Andrews Inc, Strong Progress Garment Factory Company Limited, Shanghai Fochier	The Saracheck Law Firm	Attn: Joseph E. Saracheck 101 Park Avenue 27th Floor New York NY 10178	joe@sarachecklawfirm.com	Email
Counsel to 1803, LLC, and Camegaran, LLC	The Tsang Law Firm, P.C.	Attn: Michael Tsang 40 Wall Street 26th Floor New York NY 10005	mtsang@tsanglawfirm.com	Email
Counsel to Virginia Surety Company, Inc.	Thompson Hine LLP	Attn: Curtis L. Tuggle 3900 Key Center 127 Public Square Cleveland OH 44114-1291	Curtis.Tuggle@ThompsonHine.com	Email
Counsel to the Movant, Martha G. West	Tirelli Law Group, LLC	c/o Linda M. Tirelli, Esq. 50 Main Street, Suite 1265 White Plains NY 10606	ltirelli@tw-lawgroup.com	Email
Top 20 Unsecured Creditor	TJ Tianxing Kesheng Leather Products Co Ltd	Attn: Power Wang No. 2 Jianshe Road Baodi District Tianjin Tianjin 301800 China	powerwangtxks@vip.126.com	First Class Mail and Email

## Exhibit A

## Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to the Tennessee Department of Revenue	TN Dept of Revenue	Attn: Herbert H. Slattery III, Marvin E. Clements, Jr. c/o TN Attorney General's Office, Bankruptcy Division PO Box 20207 Nashville TN 37202-0207	AGBankNewYork@ag.tn.gov	Email
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Counsel to Tannor Capital Advisors LLC, as the general partner of Tannor Partners Credit Fund	Togut, Segal & Segal LLP	Attn: Frank A. Oswald, Neil Berger, Minta J. Nester One Penn Plaza, Suite 3335 New York NY 10119	frankoswald@teamtogut.com neilberger@teamtogut.com mnester@teamtogut.com	Email
Counsel to MP Holdings LLC and Larry D. Kelley	Trainor Fairbrook	Attn: Jennifer L. Pruski 980 Fulton Avenue Sacramento CA 95825	jpruski@trainorfairbrook.com	Email
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Counsel to Steven Bruce as Trustee of the Steven Bruce Revocable Trust, Cara Bruce and Lou Cuida as Trustee of the Cara Bruce Irrevocable Trust, and Allison Bruce and Lou Cuida as Trustees of the Allison Bruce Irrevocable Trust (collectively, the "Bruce Trusts")	Troutman Sanders LLP	Attn: Amy Pritchard Williams 301 S. College Street, Suite 3400 Charlotte NC 28202	amy.williams@troutman.com	Email
Counsel to Biltmore Commercial Properties I, LLC, Steven Bruce as Trustee of the Steven Bruce Revocable Trust, Cara Bruce and Lou Cuida as Trustee of the Cara Bruce Irrevocable Trust, and Allison Bruce and Lou Cuida as Trustees of the Allison Bruce Irrevocable Trust (collectively, the "Bruce Trusts")	Troutman Sanders LLP	Attn: Bret D. Goodman, Alissa K. Piccione 875 Third Avenue New York NY 10022	Brett.Goodman@troutman.com Alissa.Piccione@troutman.com	Email
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Counsel to Verizon Capital Corp. and NCC Key Company	Verizon Capital Corp.	Attn: Marva M. Levine 221 East 37th Street 7th Floor New York NY 10016	marva.m.levine@verizon.com	Email

Exhibit A

Master Service List  
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Counsel to Debtors	Weil, Gotshal & Manges LLP	Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Garrett A. Fail, Sunny Singh, Jared R. Friedmann, Jessie B. Mishkin, Esq. 767 Fifth Avenue New York NY 10153	ray.schrock@weil.com garrett.fail@weil.com jacqueline.marcus@weil.com sunny.singh@weil.com JeriLeigh.Miller@weil.com jessica.liou@weil.com Paloma.VanGroll@weil.com Jared.Friedmann@weil.com Jessie.Mishkin@weil.com	Email
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Counsel to Toyota Industries Commercial Finance, Inc.	Weltman, Weinberg & Reis Co., L.P.A.	Attn: Scott D. Fink Lakeside Place, Suite 200 323 W. Lakeside Avenue Cleveland OH 44113-1099	sfink@weltman.com	Email
Counsel to Amerco Real Estate Company, Salesforce.com, Inc., Cisco Systems, Inc., and Google LLC	White and Williams LLP	Attn: James C. Vandermark 7 Times Square Suite 2900 New York NY 10036-6524	vandermarkj@whiteandwilliams.com	Email
Counsel to International Cruise & Excursions Gallery, Inc.	Whiteford, Taylor & Preston LLC	Attn: Christopher A. Jones 3190 Fairview Park Drive, Suite 800 Falls Church VA 22042	cajones@wtplaw.com	Email
Counsel to Angela Kelly and Janyce L. MacKenzie, International Cruise & Excursions Gallery, Inc.	Whiteford, Taylor & Preston LLC	Attn: Kenneth M. Lewis, Esq. 220 White Plains Road Second Floor Tarrytown NY 10591	klewis@wtplaw.com	Email
Counsel to the J.M. Smucker Company and Ainsworth Pet Nutrition LLC	Whiteford, Taylor & Preston LLC	Attn: Stephen B. Gerald The Renaissance Centre 405 North King Street, Suite 500 Wilmington DE 19801-3700	sgerald@wtplaw.com	Email

## Exhibit A

Master Service List

Served as set forth below

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Counsel to Capref Burbank, LLC	Williams Legal Advisory Group, LLC	Attn: Amy M. Williams 169 Ramapo Valley Road Suite 106 Oakland NJ 07436	awilliams@williamsadvisors.com	Email
Counsel to Drayton Plains (MI), LLC	Willkie Farr & Gallagher LLP	Attn: Alan J. Lipkin, Gabriel Brunswick 787 Seventh Avenue New York NY 10019	alipkin@willkie.com gbrunswick@willkie.com	Email
Counsel for Edward S. Lampert, ESL Investments, Inc., RBS Partners LP, CRK Partners LLC, SPE Master I L.P., ESL Partners L.P., SPE I Partners L.P., RBS Investment Management LLC, ESL Institutional Partners L.P., ESL Investors, L.L.C., JPP LLC, and JPP II LLC (collectively, the "ESL Defendants")	Wilmer Cutler Pickering Hale and Dorr LLP	Attn: Philip D. Anker & Noah A. Levine 7 World Trade Center 250 Greenwich Street New York NY 10007	philip.anker@wilmerhale.com noah.levine@wilmerhale.com	Email
Wilmington Savings Fund Society, FSB, as Trustee of the 7.00% 12.00% PIK-Toggle Notes	Wilmington Savings Fund Society, FSB	Attn: Patrick J. Healy 501 Carr Road Suite 100 Wilmington DE 19801	phealy@wsfsbank.com	Email
Indenture Trustee for the Second Lien Notes	Wilmington Trust, National Association	Attn: Sears Holdings Corp. Administrator Corporate Capital Markets 50 South Sixth Street, Suite 1290 Minneapolis MN 55402		First Class Mail
Counsel to Wilmington Trust, National Association, as indeture trustee and collateral agent	Wilmington Trust, National Association	Attn: Steven Cimalore, Vice President Rodney Square North 1100 North Market Street Wilmington DE 19890-0001	scimalore@wilmingtontrust.com	Email
Counsel to Eastview Mall, LLC, Greece Ridge, LLC & The Marketpalce	Wilmorite Management Group LLC	Attn: Donald C. Cowan, Jr. 1265 Scottsville Road Rochester NY 14624		First Class Mail
Counsel to Putnam County and Tomra/RSI, LLC	Wilson, Elser, Moskowitz, Edelman & Dicker LLP	Attn: Mark G. Ledwin 1133 Westchester Avenue White Plains NY 10604	mark.ledwin@wilsonelser.com	Email
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**Exhibit B**

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Counsel to Federal Realty Investment Trust, Acadia Realty Limited Partnership, PGIM Real Estate, Pacific Retail Group, WBCMT 2007-C33 Independence Center LLC, Starwood Retail Partners LLC, Kravco Company, Brixmor Property Group, Inc., Centennial Real Estate Co., CenterCal Properties, LLC, C. E. Johns Company, Inc., GEM Realty Capital, Inc., GS Pacific ER, LLC, The Macerich Company, Vintage Real Estate, LLC, White Plains Galleria Limited Partnership, and Fee Examiner	Ballard Spahr LLP	Attn: Leslie C. Heilman, Matthew G. Summers, Tobey M. Daluz, Laurel D. Roglen, Chantelle D. McClamb 919 N. Market Street 11th Floor Wilmington DE 19801	heilmanl@ballardspahr.com summersm@ballardspahr.com dalutz@ballardspahr.com roglenl@ballardspahr.com mcclambc@ballardspahr.com	First Class Mail and Email
Fee Examiner	Ballard Spahr LLP	Attn: Paul E. Harner 1675 Broadway New York, NY 10019-5820	harnerp@ballardspahr.com; kutnera@ballardspahr.com	First Class Mail and Email
United States Trustee Southern District of New York	Office of The United States Trustee for Region 2	Attn: Paul Schwartzberg, Richard Morrissey 201 Varick St. Suite 1006 New York NY 10014	richard.morrissey@usdoj.gov paul.schwartzberg@usdoj.gov	Overnight Mail and Email
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Counsel to Debtors	Weil, Gotshal & Manges LLP	Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Garrett A. Fail, Sunny Singh, Jared R. Friedmann, Jessie B. Mishkin, Esq. 767 Fifth Avenue New York NY 10153	ray.schrock@weil.com garrett.fail@weil.com jacqueline.marcus@weil.com sunny.singh@weil.com JeriLeigh.Miller@weil.com jessica.liou@weil.com Paloma.VanGroll@weil.com Jared.Friedmann@weil.com Jessie.Mishkin@weil.com	Email

**Exhibit C**

## Ordinary Course Professionals Service List

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United States Bankruptcy Court for the Southern District of New York	Chambers of Honorable Robert D. Drain	Sears Chambers Copy US Bankruptcy Court SDNY 300 Quarropas Street, Room 248 White Plains NY 10601		Overnight Mail
United States Trustee Southern District of New York	Office of The United States Trustee for Region 2	Attn: Paul Schwartzberg, Richard Morrissey 201 Varick St. Suite 1006 New York NY 10014	richard.morrissey@usdoj.gov paul.schwartzberg@usdoj.gov	Overnight Mail and Email
Counsel to Bank of America, N.A., administrative agent under the First Lien Credit Facility and the DIP ABL Agent	Skadden, Arps, Slate, Meagher & Flom LLP	Attn: Paul Leake, Esq., Shana Elberg, Esq., and George R. Howard, Esq. 4 Times Square New York NY 10036	Paul.Leake@skadden.com Shana.Elberg@skadden.com George.Howard@skadden.com	Email
Counsel to Debtors	Weil, Gotshal & Manges LLP	Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Garrett A. Fail, Sunny Singh, Jared R. Friedmann, Jessie B. Mishkin, Esq. 767 Fifth Avenue New York NY 10153	ray.schrock@weil.com garrett.fail@weil.com jacqueline.marcus@weil.com sunny.singh@weil.com JeriLeigh.Miller@weil.com jessica.liou@weil.com Paloma.VanGroll@weil.com Jared.Friedmann@weil.com Jessie.Mishkin@weil.com	Email